

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York
(State)

Case number (if known): _____ Chapter **11**

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name

Branded Apparel Group LLC

2. All other names debtor used in the last 8 years

SXS Group LLC

Include any assumed names,
trade names, and *doing business*
as names

3. Debtor's federal Employer Identification Number (EIN)

4 6 _ 0 5 7 8 5 2 4

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

141 West 36th Street

Number	Street
1	1st Street
2	2nd Street
3	3rd Street
4	4th Street
5	5th Street
6	6th Street
7	7th Street
8	8th Street
9	9th Street
10	10th Street
11	11th Street
12	12th Street
13	13th Street
14	14th Street
15	15th Street
16	16th Street
17	17th Street
18	18th Street
19	19th Street
20	20th Street
21	21st Street
22	22nd Street
23	23rd Street
24	24th Street
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26	26th Street
27	27th Street
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59	59th Street
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61	61st Street
62	62nd Street
63	63rd Street
64	64th Street
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80	80th Street
81	81st Street
82	82nd Street
83	83rd Street
84	84th Street
85	85th Street
86	86th Street
87	87th Street
88	88th Street
89	89th Street
90	90th Street
91	91st Street
92	92nd Street
93	93rd Street
94	94th Street
95	95th Street
96	96th Street
97	97th Street
98	98th Street
99	99th Street
100	100th Street

10th Floor

New York

NY

10018

City

State

ZIP Code

New York

County

Number	Street
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P.O. Box

City

State

ZIP Code

Location of principal assets, if different from principal place of business

2602 East 37th Street

Number	Street
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Vernon

City

CA

State

90058

ZIP Code

5. Debtor's website (URL)

Debtor Branded Apparel Group LLC
Name

Case number (if known) _____

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business*A. Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

*C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.*4 2 4 3**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. *Check all that apply:*

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

Debtor Branded Apparel Group LLC Case number (if known) _____
Name

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☒ No

☐ Yes. Debtor _____ Relationship _____

District _____ When _____
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor Branded Apparel Group LLC Case number (if known) _____
Name

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/29/2020
MM / DD / YYYY

X /s/ Gary Jacobs

Signature of authorized representative of debtor

Gary Jacobs

Printed name

Title Member

Debtor Branded Apparel Group LLC Case number (if known) _____
Name

18. Signature of attorney

X /s/ Paul H. Aloe
Signature of attorney for debtor

Date 10/29/2020
MM / DD / YYYY

Paul H. Aloe
Printed name

Kudman Trachten Aloe Posner LLP
Firm name

800 Third Avenue, 11th Floor
Number Street

New York NY 10022
City State ZIP Code

(212) 868-1010 paul@kudmanlaw.com
Contact phone Email address

1921220 NY
Bar number State

Fill in this information to identify the case and this filing:

Debtor Name _____

United States Bankruptcy Court for the: _____ District of _____
(State)

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Income Statement, Cash Flow Statement, Balance Sheet, Tax Return

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/29/2020
MM / DD / YYYY

X /s/ Gary Jacobs
Signature of individual signing on behalf of debtor

Gary Jacobs
Printed name

Member
Position or relationship to debtor

Fill in this information to identify the case:Debtor name Branded Apparel Group LLCUnited States Bankruptcy Court for the: Southern District of New York
(State)

Case number (If known): _____

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	MERCHANT FACTORS CORP. 1441 BROADWAY, 22ND FLOOR NEW YORK, NY 10018		Factoring Facility		\$3,455,671.45	\$2,250,376.89	\$1,205,294.56
2	MERCHANT FACTORS CORP. 1441 BROADWAY, 22ND FLOOR NEW YORK, NY 10018		Limited Recourse Loan	Contingent Disputed			\$1,300,000.00
3	MERCHANT FACTORS CORP. 1441 BROADWAY, 22ND FLOOR NEW YORK, NY 10018		Term Note				\$950,190.93
4	ORIENT INTERNATIONAL HOLDING SHANGHAI KNITWEAR IMP. & EXP. CO. LTD. ROOM 306, #2 EAST JINGLING ROAD SHANGHAI, CHINA		Trade Payable	Disputed			\$744,336.69
5	SILVER JACHS INC. 12 WEST 36TH ST., 11TH FL. NEW YORK, NY 10018		Trade Payable				\$379,726.23
6	JIANGSU SAINTY CORP. LTD. 3F, BUILDING B, 21 SOFTWARE AVENUE NANJING, CHINA		Trade Payable	Disputed			\$219,976.90
7	SMALL BUSINESS ADMINISTRATION 409 3RD STREET, SW. WASHINGTON, D.C. 20416		EIDL				\$150,000.00
8	NINGBO CHINA-BASE LANDHAU FOREIGN TRADE CO. LTD. ROOM 2001-2002 NO. 666 TIAN TONG SOUTH ROAD YINZHOU DISTRICT, NINGBO, CHINA		Trade Payable	Disputed			\$139,357.36

Debtor Branded Apparel Group LLC
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	BLR KNITS PVT LTD. 7 TH MILE, HOSUR ROAD NEAR KADLU GATE BANGALORE, INDIA 560068		Trade Payable				\$115,550.50
10	SIGNATURE BANK 565 FIFTH AVENUE, 12TH FLOOR NEW YORK, NY 10017		PPP Loan	Contingent Disputed Unliquidated			\$115,114.00
11	360 SOLUTIONS INC. 45 WEST 34TH STREET, SUITE 1001 NEW YORK, NY 10001	Attn: Carl Danziger E-mail: carl@360solutioninc.com	Trade Payable				\$59,245.38
12	REGENTEX APPAREL LIMITED ROOM 1501, NO. 252 TIANDA LIJING PLAZA NINGBO, ZHEJIANG CHINA	E-Mail: archie@regentexapparel.com	Trade Payable				\$53,000.75
13	PROFITS FUND FASHION MANUFACTURING LTD. 23/F., TOWER 1, EVER GAIN PLAZA 88 CONTAINER PORT ROAD KWAI CHUNG, N.T., HONG KONG		Trade Payable				\$45,386.47
14	U.S. CUSTOMS & BORDER PROTECTION 1300 PENNSYLVANIA AVE., NW WASHINGTON, D.C. 20229		Customs Duties				\$44,759.29
15	KJ SOCKS & INC. D-401, 700 PANGYO-RO, BUNDANG-GU SEONGNAM-SHI, GYEONGGI-DO KOREA, REPUBLIC OF SOUTH KOREA 13516		Trade Payable				\$26,629.85
16	AMETHYST SUIITS PRIVATE LIMITED THIPPANUR ROAD ST., PANNIMADAI VILLAGE COIMBATORE-641017 TAMILNADU, INDIA		Trade Payable				\$26,250.00
17	QIMA LTD. 5/F, DAH SING LIFE BUILDING 99-105 DES VOEUX ROAD CENTRAL HONG KONG	E-Mail: accounting@qima.com	Trade Payable				\$24,870.00
18	TROFICOLOR TEXTEIS SA RUA DA MABOR, 117 4760-813, LOUSADO, B.N. FAMALIC PORTUGAL		Trade Payable	Disputed			\$23,078.97
19	INSIGHT PARTNERS, LLC 16 EAST 40 TH STREET, SUITE 804 NEW YORK, NY 10016		Services				\$19,075.00
20	DHL EXPRESS USA INC. 16416 NORTHCHASE DRIVE HOUSTON, TX 77060		TRADE PAYABLE				\$15,627.57

BRANDED APPAREL GROUP LLC
INCOME STATEMENT
FOR THE NINE MONTHS ENDING SEPTEMBER 30, 2020

	Year to Date	
REVENUES		
SALES - NON FACTORED	\$ 412,407.94	15.74
SALES - FACTORED	2,216,949.48	84.64
CHARGEBACKS - UNALLOCATED	(10,009.33)	(0.38)
TOTAL REVENUES	2,619,348.09	100.00
COST OF SALES		
PURCHASES	1,445,818.16	55.20
DUTY	201,218.98	7.68
FREIGHT IN	162,163.25	6.19
CUSTOMS BROKERS FEE	2,890.00	0.11
LABELS, TRIM, UPC TKTS, ETC.	2,599.00	0.10
SHIPPING SUPPLIES	22,349.91	0.85
PRODUCT TESTING	9,467.50	0.36
COS - CHANGE IN INVENTORY	(135,615.00)	(5.18)
TOTAL COST OF SALES	1,710,891.80	65.32
GROSS PROFIT	908,456.29	34.68
EXPENSES		
ACCOUNTING	2,500.00	0.10
LEGAL	47,659.46	1.82
OUTSIDE SERVICES	12,611.64	0.48
FREELANCE DESIGN EXPENSE	7,695.00	0.29
DUES & SUBSCRIPTIONS	602.36	0.02
PUBLICATIONS	162.71	0.01
ADVERTISING & PROMOTIONS	5,754.89	0.22
WEBSITE	7,901.47	0.30
SAMPLES	49,676.74	1.90
SHIPPING SUPPLIES	8,891.51	0.34
TRAVEL	51,785.94	1.98
LOCAL TRANSPORTATION	(30.20)	0.00
MEALS & ENTERTAINMENT	28,600.23	1.09
RENT	100,959.23	3.85
TELEPHONE	12,792.29	0.49
OFFICE EXPENSE	12,020.34	0.46
BANK FEES	8,195.62	0.31
CREDIT CARD FEES	(139.54)	(0.01)
REPAIRS & MAINTENANCE	22,494.52	0.86
MISCELLANEOUS EXPENSES	4,224.28	0.16
SHOWROOM EXPENSES	(300.00)	(0.01)
PROFESSIONAL FEES	3,900.00	0.15
INSURANCE - WORKERS COMP.	4,067.95	0.16
INSURANCE - GENERAL	16,849.12	0.64
INSURANCE - LIFE & AD & D	192.40	0.01
INSURANCE - MEDICAL	47,464.16	1.81
MESSENGERS & DELIVERY	180.28	0.01
EDI EXPENSE	2,587.05	0.10
MODELING AND PHOTO	10,504.25	0.40
MARKETING	2,173.12	0.08
WAREHOUSING & BACK OFFICE	235,204.70	8.98
POSTAGE & EXPRESS MAIL	45,548.86	1.74
SALARIES - MANAGEMENT	130,162.50	4.97
SALARIES- PRODUCTION/MERCHA	45,000.00	1.72
SALARIES - DESIGN	62,572.95	2.39
ROYALTY EXPENSE	52,386.97	2.00
PAYROLL SERVICE	10,131.75	0.39
SOC. SEC./MEDICARE EXPENSE	17,232.77	0.66

FOR MANAGEMENT PURPOSES ONLY

BRANDED APPAREL GROUP LLC

INCOME STATEMENT

FOR THE NINE MONTHS ENDING SEPTEMBER 30, 2020

	Year to Date	
FUTA EXPENSE	271.56	0.01
SUTA EXPENSE	3,175.89	0.12
CORPORATION TAXES	3,300.00	0.13
GUARANTEE PAYMENT TO PARTN	154,981.29	5.92
FACTOR - COMMISSIONS	23,753.17	0.91
FACTOR - INTEREST	209,681.47	8.01
FACTOR - MISC. CHARGES	13,538.25	0.52
L/C COMMISSIONS & FEES	758.95	0.03
INTEREST EXPENSE	287.81	0.01
	<hr/>	
TOTAL EXPENSES	1,479,965.71	56.50
	<hr/>	
NET INCOME	\$ (571,509.42)	(21.82)
	<hr/> <hr/>	

BRANDED APPAREL GROUP LLC
STATEMENT OF CASH FLOW
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020

Year to Date

CASH FLOWS FROM OPERATING ACTIVITIES

NET INCOME	(\$ 571,509.42)
ADJUSTMENTS TO RECONCILE NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES	
NON-FACTORED RECEIVABLE	(82,370.14)
INVENTORY	(135,615.00)
ACCOUNTS PAYABLE	367,974.66
DUE TO FACTOR - MEF AC 1490EG	267,020.90
DUE TO FACTOR-MEF AC 22LN	32,897.24

TOTAL ADJUSTMENTS	449,907.66
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NET CASH PROVIDED BY OPERATIONS	(121,601.76)
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**CASH FLOWS FROM INVESTING ACTIVITIES
USED FOR**

NET CASH USED IN INVESTING	0.00
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CASH FLOWS FROM FINANCING ACTIVITIES

PROCEEDS FROM USED FOR	
SBA PPP LOAN	115,114.00
SBA EIDL - LOAN	150,000.00
SBA EIDL - GRANT	6,000.00
MEMBERS' CAPITAL	(2,515.29)

NET CASH USED IN FINANCING	268,598.71
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NET INCREASE <DECREASE> IN CASH	\$ 146,996.95
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SUMMARY

CASH BALANCE AT END OF PERIOD	\$ 149,780.95
CASH BALANCE AT BEG OF PERIOD	(2,784.00)

NET INCREASE <DECREASE> IN CASH	\$ 146,996.95
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BRANDED APPAREL GROUP LLC
BALANCE SHEET
SEPTEMBER 30, 2020

ASSETS

CURRENT ASSETS

CHECKING - SIGNATURE X9223	\$ 3,177.51
ECOMMERCE - SIGNATURE X8622	63.81
WHOLESALE - SIGNATURE X8649	(318.32)
CHECKING - HSBC X2257	146,857.95
NON-FACTORED RECEIVABLE	123,296.34
INVENTORY	1,770,258.00

TOTAL CURRENT ASSETS 2,043,335.29

PROPERTY AND EQUIPMENT

COMPUTER EQUIPMENT	2,937.00
ACCUM. DEPR. - COMPUTERS	(1,305.00)
LEASEHOLD IMPROVEMENT	13,701.00
ACCUM. DEPR. - LHI	(1,855.00)
FURNITURE & FIXTURES	99,563.00
ACCUM. DEPR. F & F	(93,329.00)

TOTAL PROPERTY AND EQUIPMENT 19,712.00

OTHER ASSETS

SECURITY DEPOSIT	2,309.00
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TOTAL OTHER ASSETS 2,309.00

TOTAL ASSETS \$ 2,065,356.29

LIABILITIES AND CAPITAL

CURRENT LIABILITIES

ACCOUNTS PAYABLE	\$ 2,288,812.28
DUE TO FACTOR - MEF AC 1490EG	2,287,728.46
DUE TO FACTOR-MEF AC 21LN	1,300,000.00
DUE TO FACTOR-MEF AC 22LN	950,190.93
SBA PPP LOAN	115,114.00
SBA EIDL - LOAN	150,000.00
SBA EIDL - GRANT	6,000.00

TOTAL CURRENT LIABILITIES 7,097,845.67

LONG-TERM LIABILITIES

TOTAL LONG-TERM LIABILITIES 0.00

TOTAL LIABILITIES 7,097,845.67

CAPITAL

MEMBERS' CAPITAL	(4,460,979.96)
NET INCOME	(571,509.42)

TOTAL CAPITAL (5,032,489.38)

TOTAL LIABILITIES & CAPITAL \$ 2,065,356.29

EXTENSION GRANTED TO 03/05/20

Form **1065**Department of the Treasury
Internal Revenue Service**U.S. Return of Partnership Income**

OMB No. 1545-0123

For calendar year 2019, or tax year beginning _____, ending _____
▶ Go to www.irs.gov/Form1065 for instructions and the latest information.**2019**

A Principal business activity DESIGN & WHOLESALE	Type or Print	Name of partnership BRANDED APPAREL GROUP LLC	D Employer identification number 46-0578524
B Principal product or service MENS APPAREL		Number, street, and room or suite no. If a P.O. box, see instructions. 141 WEST 36TH ST., 10TH FLOOR	E Date business started 07/20/2012
C Business code number 424990		City or town, state or province, country, and ZIP or foreign postal code NEW YORK NY 10018	F Total assets \$ 1,662,134.

G Check applicable boxes: (1) ☐ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change (5) ☐ Amended return

H Check accounting method: (1) ☐ Cash (2) ☒ Accrual (3) ☐ Other (specify) ▶

I Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year ▶ **3**

J Check if Schedules C and M-3 are attached ▶ ☐

K Check if partnership: (1) ☐ Aggregated activities for section 465 at-risk purposes (2) ☐ Grouped activities for section 469 passive activity purposes

Caution: Include **only** trade or business income and expenses on lines 1a through 22 below. See instructions for more information.

Income	1 a Gross receipts or sales	1a	5,088,416.	
	b Returns and allowances	1b		
	c Balance. Subtract line 1b from line 1a			1c 5,088,416.
	2 Cost of goods sold (attach Form 1125-A)			2 3,413,087.
	3 Gross profit. Subtract line 2 from line 1c			3 1,675,329.
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4
	5 Net farm profit (loss) (attach Schedule F (Form 1040 or 1040-SR))			5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6
7 Other income (loss) (attach statement)			7	
8 Total income (loss). Combine lines 3 through 7			8 1,675,329.	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9 387,339.
	10 Guaranteed payments to partners			10 240,232.
	11 Repairs and maintenance			11 5,536.
	12 Bad debts			12
	13 Rent			13 178,239.
	14 Taxes and licenses		SEE STATEMENT 1	14 31,447.
	15 Interest (see instructions)			15 303,653.
	16 a Depreciation (if required, attach Form 4562)	16a	10,397.	
	b Less depreciation reported on Form 1125-A and elsewhere on return	16b		16c 10,397.
	17 Depletion (Do not deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18
19 Employee benefit programs			19 69,505.	
20 Other deductions (attach statement)		SEE STATEMENT 2	20 1,245,082.	
21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21 2,471,430.	
22 Ordinary business income (loss). Subtract line 21 from line 8			22 -796,101.	
Tax and Payments	23 Interest due under the look-back method-completed long-term contracts (attach Form 8697)			23
	24 Interest due under the look-back method-income forecast method (attach Form 8866)			24
	25 BBA AAR imputed underpayment (see instructions)			25
	26 Other taxes (see instructions)			26
	27 Total balance due. Add lines 23 through 26			27
	28 Payment (see instructions)			28
	29 Amount owed. If line 28 is smaller than line 27, enter amount owed			29
	30 Overpayment. If line 28 is larger than line 27, enter overpayment			30

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than partner or limited liability company member) is based on all information of which preparer has any knowledge.

▶ Signature of partner or limited liability company member ▶ Date

May the IRS discuss this return with the preparer shown below? See instr. ☒ **Yes** ☐ **No**

Paid Preparer Use Only	Print/Type preparer's name MICHAEL SLOTOPOLSKY	Preparer's signature MICHAEL SLOTOPOLSKY	Date 09/13/20	Check <input type="checkbox"/> if self-employed	PTIN P00215062
	Firm's name ▶ VISION FINANCIAL GROUP CPAS, LLP			Firm's EIN ▶ 20-0452969	
	Firm's address ▶ 1131 CAMPUS DRIVE WEST MORGANVILLE, NJ 07751			Phone no. 732-536-5595	

Schedule B Other Information

1 What type of entity is filing this return? Check the applicable box:	Yes	No
a <input type="checkbox"/> Domestic general partnership		
c <input checked="" type="checkbox"/> Domestic limited liability company		
e <input type="checkbox"/> Foreign partnership		
b <input type="checkbox"/> Domestic limited partnership		
d <input type="checkbox"/> Domestic limited liability partnership		
f <input type="checkbox"/> Other ▶		
2 At the end of the tax year:		
a Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization, or any foreign government own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership		X
b Did any individual or estate own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership		X
3 At the end of the tax year, did the partnership:		
a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (iv) below		X
(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation
b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below		X
(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity
4 Does the partnership satisfy all four of the following conditions?	Yes	No
a The partnership's total receipts for the tax year were less than \$250,000.		
b The partnership's total assets at the end of the tax year were less than \$ 1 million.		
c Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return.		
d The partnership is not filing and is not required to file Schedule M-3		X
If "Yes," the partnership is not required to complete Schedules L, M-1, and M-2; item F on page 1 of Form 1065; or item L on Schedule K-1.		
5 Is this partnership a publicly traded partnership, as defined in section 469(k)(2)?		X
6 During the tax year, did the partnership have any debt that was canceled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt?		X
7 Has this partnership filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction?		X
8 At any time during calendar year 2019, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶		X
9 At any time during the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," the partnership may have to file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts. See instructions		X
10 a Is the partnership making, or had it previously made (and not revoked), a section 754 election?		X
See instructions for details regarding a section 754 election.		
b Did the partnership make for this tax year an optional basis adjustment under section 743(b) or 734(b)? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions		X

Form 1065 (2019) **BRANDED APPAREL GROUP LLC**

46-0578524 Page 3

Schedule B Other Information (continued)

	Yes	No
c Is the partnership required to adjust the basis of partnership assets under section 743(b) or 734(b) because of a substantial built-in loss (as defined under section 743(d)) or substantial basis reduction (as defined under section 734(d))? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions		X
11 Check this box if, during the current or prior tax year, the partnership distributed any property received in a like-kind exchange or contributed such property to another entity (other than disregarded entities wholly owned by the partnership throughout the tax year)		
12 At any time during the tax year, did the partnership distribute to any partner a tenancy-in-common or other undivided interest in partnership property?		X
13 If the partnership is required to file Form 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs), enter the number of Forms 8858 attached. See instructions		
14 Does the partnership have any foreign partners? If "Yes," enter the number of Forms 8805, Foreign Partner's Information Statement of Section 1446 Withholding Tax, filed for this partnership		X
15 Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return		
16 a Did you make any payments in 2019 that would require you to file Form(s) 1099? See instructions		X
b If "Yes," did you or will you file required Form(s) 1099?		
17 Enter the number of Forms 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations, attached to this return		
18 Enter the number of partners that are foreign governments under section 892		
19 During the partnership's tax year, did the partnership make any payments that would require it to file Form 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474)?		X
20 Was the partnership a specified domestic entity required to file Form 8938 for the tax year? See the Instructions for Form 8938		X
21 Is the partnership a section 721(c) partnership, as defined in Regulations section 1.721(c)-1T(b)(14)?		X
22 During the tax year, did the partnership pay or accrue any interest or royalty for which the deduction is not allowed under section 267A? See instructions If "Yes," enter the total amount of the disallowed deductions \$		X
23 Did the partnership have an election under section 163(j) for any real property trade or business or any farming business in effect during the tax year? See instructions		X
24 Does the partnership satisfy one or more of the following? See instructions a The partnership owns a pass-through entity with current, or prior year carryover, excess business interest expense. b The partnership's aggregate average annual gross receipts (determined under section 448(c)) for the 3 tax years preceding the current tax year are more than \$26 million and the partnership has business interest. c The partnership is a tax shelter (see instructions) and the partnership has business interest expense. If "Yes" to any, complete and attach Form 8990.		X
25 Is the partnership electing out of the centralized partnership audit regime under section 6221(b)? See instructions If "Yes," the partnership must complete Schedule B-2 (Form 1065). Enter the total from Schedule B-2, Part III, line 3 If "No," complete Designation of Partnership Representative below.		X

Designation of Partnership Representative (see instructions)

Enter below the information for the partnership representative (PR) for the tax year covered by this return.

Name of PR **GARY JACOBS**

U.S. address of PR	U.S. phone number of PR
--------------------	-------------------------

If the PR is an entity, name of the designated individual for the PR

U.S. address of designated individual	U.S. phone number of designated individual
---------------------------------------	--

26 Is the partnership attaching Form 8996 to certify as a Qualified Opportunity Fund? If "Yes," enter the amount from Form 8996, line 14 \$		X
27 Enter the number of foreign partners subject to section 864(c)(8) as a result of transferring all or a portion of an interest in the partnership or of receiving a distribution from the partnership		
28 At any time during the tax year, were there any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8?		X

Form **1065** (2019)

Schedule K Partners' Distributive Share Items		Total amount	
Income (Loss)	1 Ordinary business income (loss) (page 1, line 22)	1	-796,101.
	2 Net rental real estate income (loss) (attach Form 8825)	2	
	3a Other gross rental income (loss)	3a	
	b Expenses from other rental activities (attach statement)	3b	
	c Other net rental income (loss). Subtract line 3b from line 3a	3c	
	4 Guaranteed payments: a Services 4a 240,232. b Capital 4b	4c	240,232.
	c Total. Add lines 4a and 4b	4c	
	5 Interest income	5	
	6 Dividends and dividend equivalents: a Ordinary dividends	6a	
	b Qualified dividends 6b c Dividend equivalents 6c	6c	
	7 Royalties	7	
8 Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8		
9a Net long-term capital gain (loss) (attach Schedule D (Form 1065))	9a		
b Collectibles (28%) gain (loss)	9b		
c Unrecaptured section 1250 gain (attach statement)	9c		
10 Net section 1231 gain (loss) (attach Form 4797)	10		
11 Other income (loss) (see instructions) Type ▶	11		
Deductions	12 Section 179 deduction (attach Form 4562)	12	
	13a Contributions	13a	
	b Investment interest expense	13b	
	c Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶	13c(2)	
d Other deductions (see instructions) Type ▶	13d		
Self-Employment	14a Net earnings (loss) from self-employment	14a	-555,869.
	b Gross farming or fishing income	14b	
	c Gross nonfarm income	14c	1,675,329.
Credits	15a Low-income housing credit (section 42(j)(5))	15a	
	b Low-income housing credit (other)	15b	
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468, if applicable)	15c	
	d Other rental real estate credits (see instructions) Type ▶	15d	
	e Other rental credits (see instructions) Type ▶	15e	
	f Other credits (see instructions) Type ▶	15f	
Foreign Transactions	16a Name of country or U.S. possession ▶		
	b Gross income from all sources	16b	
	c Gross income sourced at partner level	16c	
	Foreign gross income sourced at partnership level		
	d Reserved for future use ▶ e Foreign branch category ▶	16e	
	f Passive category ▶ g General category ▶ h Other ▶	16h	
	Deductions allocated and apportioned at partner level		
	i Interest expense ▶ j Other ▶	16j	
	Deductions allocated and apportioned at partnership level to foreign source income		
	k Reserved for future use ▶ l Foreign branch category ▶	16l	
	m Passive category ▶ n General category ▶ o Other ▶	16o	
	p Total foreign taxes (check one): ▶ Paid <input type="checkbox"/> Accrued <input type="checkbox"/> Other ▶	16p	
	q Reduction in taxes available for credit (attach statement)	16q	
r Other foreign tax information (attach statement)			
Alternative Minimum Tax (AMT) items	17a Post-1986 depreciation adjustment	17a	-2,013.
	b Adjusted gain or loss	17b	
	c Depletion (other than oil and gas)	17c	
	d Oil, gas, and geothermal properties - gross income	17d	
	e Oil, gas, and geothermal properties - deductions	17e	
	f Other AMT items (attach statement)	17f	
Other Information	18a Tax-exempt interest income	18a	
	b Other tax-exempt income	18b	
	c Nondeductible expenses SEE STATEMENT 3	18c	52,616.
	19a Distributions of cash and marketable securities	19a	
	b Distributions of other property	19b	
	20a Investment income	20a	
b Investment expenses	20b		
c Other items and amounts (attach statement) STMT 4			

Analysis of Net Income (Loss)

1 Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13d, and 16p						1	-555,869.
2 Analysis by partner type:	(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt Organization	(vi) Nominee/Other	
a General partners							
b Limited partners		-555,869.					

Schedule L Balance Sheets per Books

Assets	Beginning of tax year		End of tax year	
	(a)	(b)	(c)	(d)
1 Cash		4,564.		0.
2a Trade notes and accounts receivable				
b Less allowance for bad debts				
3 Inventories		1,050,143.		1,634,643.
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach statement)	STATEMENT 5	2,309.		2,309.
7a Loans to partners (or persons related to partners)				
b Mortgage and real estate loans				
8 Other investments (attach statement)				
9a Buildings and other depreciable assets	119,339.		119,339.	
b Less accumulated depreciation	83,760.	35,579.	94,157.	25,182.
10a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
12a Intangible assets (amortizable only)				
b Less accumulated amortization				
13 Other assets (attach statement)				
14 Total assets		1,092,595.		1,662,134.
Liabilities and Capital				
15 Accounts payable		1,131,240.		1,920,293.
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach statement)	STATEMENT 6	3,569,102.		4,198,305.
18 All nonrecourse loans				
19a Loans from partners (or persons related to partners)				
b Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (attach statement)				
21 Partners' capital accounts		-3,607,747.		-4,456,464.
22 Total liabilities and capital		1,092,595.		1,662,134.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

Note: The partnership may be required to file Schedule M-3. See instructions.

1 Net income (loss) per books	-848,717.	6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this year (itemize):		a Tax-exempt interest \$	
3 Guaranteed payments (other than health insurance)	240,232.	7 Deductions included on Schedule K, lines 1 through 13d, and 16p, not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16p (itemize):		a Depreciation \$	
a Depreciation \$		8 Add lines 6 and 7	
b Travel and entertainment \$ 52,616.	52,616.	9 Income (loss) (Analysis of Net Income (Loss), line 1). Subtract line 8 from line 5	-555,869.
5 Add lines 1 through 4	-555,869.		

Schedule M-2 Analysis of Partners' Capital Accounts

1 Balance at beginning of year	-3,607,747.	6 Distributions: a Cash	
2 Capital contributed: a Cash		b Property	
b Property		7 Other decreases (itemize):	
3 Net income (loss) per books	-848,717.	8 Add lines 6 and 7	
4 Other increases (itemize):		9 Balance at end of year. Subtract line 8 from line 5	-4,456,464.
5 Add lines 1 through 4	-4,456,464.		

Form **1125-A****Cost of Goods Sold**

(Rev. November 2018)

Department of the Treasury
Internal Revenue Service
Name▶ **Attach to Form 1120, 1120-C, 1120-F, 1120S, or 1065.**
▶ **Go to www.irs.gov/Form1125A for the latest information.**

OMB No. 1545-0123

Name BRANDED APPAREL GROUP LLC		Employer identification number 46-0578524
1 Inventory at beginning of year	1	1,050,143.
2 Purchases	2	3,233,648.
3 Cost of labor	3	
4 Additional section 263A costs (attach schedule)	4	
5 Other costs (attach schedule) SEE STATEMENT 8	5	763,939.
6 Total. Add lines 1 through 5	6	5,047,730.
7 Inventory at end of year	7	1,634,643.
8 Cost of goods sold. Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return. See instructions	8	3,413,087.

9 a Check all methods used for valuing closing inventory:

(i) ☐ Cost

(ii) ☒ Lower of cost or market

(iii) ☐ Other (Specify method used and attach explanation) ▶

b Check if there was a writedown of subnormal goods ▶ ☐

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ▶ ☐

d If the LIFO inventory method was used for this tax year, enter amount of closing inventory computed under LIFO **9d**

e If property is produced or acquired for resale, do the rules of Section 263A apply to the entity? See instructions ☐ Yes ☒ No

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? ☐ Yes ☒ No
If "Yes," attach explanation.

For Paperwork Reduction Act Notice, see separate instructions.

Form 1125-A (Rev. 11-2018)

2019 DEPRECIATION AND AMORTIZATION REPORT

BRANDED APPAREL GROUP LLC

OTHER 1

Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
4	COMPUTER	06/01/14	SL	3.00		16	1,305.				1,305.	1,305.		0.	1,305.
12	COMPUTER	10/31/15	SL	3.00		16	1,632.				1,632.			0.	
	* OTHER TOTAL OTHER						2,937.				2,937.	1,305.		0.	1,305.
	BUILDINGS														
2	LEASEHOLD IMPROVEMENTS	01/01/13	SL	39.00		16	5,625.				5,625.	930.		144.	1,074.
3	LEASEHOLD IMPROVEMENTS	06/01/14	SL	39.00		16	705.				705.	90.		18.	108.
8	LEASEHOLD IMPROVEMENTS	01/01/16	SL	39.00		16	2,800.				2,800.	216.		72.	288.
9	LEASEHOLD IMPROVEMENTS	08/08/16	SL	39.00		16	625.				625.	39.		16.	55.
10	LEASEHOLD IMPROVEMENTS	09/01/16	SL	39.00		16	2,972.				2,972.	177.		76.	253.
11	LEASEHOLD IMPROVEMENTS	12/09/16	SL	39.00		16	974.				974.	52.		25.	77.
	* OTHER TOTAL BUILDINGS						13,701.				13,701.	1,504.		351.	1,855.
	FURNITURE & FIXTURES														
1	FURNITURE	01/01/13	200DB	7.00	HY	17	95,650.				95,650.	81,490.		9,440.	90,930.
5	FURNITURE	05/31/15	200DB	7.00	HY	17	1,619.				1,619.			463.	463.
6	FURNITURE	07/07/16	200DB	7.00	HY	17	500.			250.	250.	141.		31.	172.
7	FURNITURE	07/13/16	200DB	7.00	HY	17	1,794.			897.	897.	505.		112.	617.
	* OTHER TOTAL FURNITURE & FIXTURES						99,563.			1,147.	98,416.	82,136.		10,046.	92,182.
	* GRAND TOTAL OTHER DEPRECIATION						116,201.			1,147.	115,054.	84,945.		10,397.	95,342.

928111 04-01-19

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Worksheet for Figuring Net Earnings (Loss) From Self-Employment

Name of partnership BRANDED APPAREL GROUP LLC		Employer identification number 46-0578524
1 a Ordinary income (loss) (Schedule K, line 1)	1a	-796,101.
b Net income (loss) from CERTAIN rental real estate activities	1b	
c Net income (loss) from other rental activities (Schedule K, line 3c)	1c	
d Net loss from Form 4797, Part II, line 17, included on line 1a above. Enter as a positive amount	1d	
e Other additions	1e	
f Combine lines 1a through 1e	1f	-796,101.
2 a Net gain from Form 4797, Part II, line 17, included on line 1a above	2a	
b Other subtractions	2b	
c Add lines 2a and 2b	2c	
3 a Subtract line 2c from line 1f. If line 1f is a loss, increase the loss on line 1f by the amount on line 2c	3a	-796,101.
b Part of line 3a allocated to limited partners, estates, trusts, corporations, exempt organizations, and IRAs	3b	
c Subtract line 3b from line 3a	3c	-796,101.
4 a Guaranteed payments to partners (Schedule K, line 4a) derived from a trade or business as defined in section 1402(c)	4a	240,232.
b Part of line 4a allocated to individual limited partners for other than services and to estates, trusts, corporations, exempt organizations, and IRAs	4b	
c Subtract line 4b from line 4a	4c	240,232.
5 Net earnings (loss) from self-employment. Combine lines 3c and 4c. Enter here and on Schedule K, line 14a	5	-555,869.

FORM 1065	TAX EXPENSE	STATEMENT	1
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DESCRIPTION	AMOUNT
PAYROLL TAXES	31,447.
TOTAL TO FORM 1065, LINE 14	31,447.

FORM 1065	OTHER DEDUCTIONS	STATEMENT	2
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DESCRIPTION	AMOUNT
ADVERTISING	23,579.
BANK AND CREDIT CARD FEES	26,652.
DUES AND SUBSCRIPTIONS	2,841.
EDI EXPENSE	4,925.
FACTOR COMMISSIONS	64,125.
FACTOR FEES	13,507.
FILING FEES	2,940.
GIFTS	227.
INSURANCE	28,721.
MEALS	52,617.
MISCELLANEOUS AND SUNDRY	5,008.
MODELING AND PHOT	18,471.
OFFICE EXPENSE	41,519.
OUTSIDE SERVICES	37,987.
PAYROLL SERVICES	16,860.
POSTAGE AND DELIVERY	69,247.
PROFESSIONAL FEES	62,612.
ROYALTY EXPENSE	101,768.
SAMPLES	107,414.
SHOWROOM	375.
TELEPHONE	20,597.
TRAVEL	167,984.
WAREHOUSING AND BACK OFFICE	364,811.
WEBSITE	10,295.
TOTAL TO FORM 1065, LINE 20	1,245,082.

SCHEDULE K	NONDEDUCTIBLE EXPENSE	STATEMENT	3
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DESCRIPTION	AMOUNT
EXCLUDED MEALS AND ENTERTAINMENT EXPENSES	52,616.
TOTAL TO SCHEDULE K, LINE 18C	52,616.

SCHEDULE K	OTHER ITEMS	STATEMENT	4
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DESCRIPTION	AMOUNT
SECTION 199A - ORDINARY INCOME (LOSS)	-796,101.
SECTION 199A W-2 WAGES	387,339.
SECTION 199A UNADJUSTED BASIS OF ASSETS	116,201.

SCHEDULE L	OTHER CURRENT ASSETS	STATEMENT	5
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DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
SECURITY DEPOSITS	2,309.	2,309.
TOTAL TO SCHEDULE L, LINE 6	2,309.	2,309.

SCHEDULE L	OTHER CURRENT LIABILITIES	STATEMENT	6
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DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
DUE TO FACTOR SIGNATURE BANK LOAN	3,569,102.	4,197,079. 1,226.
TOTAL TO SCHEDULE L, LINE 17	3,569,102.	4,198,305.

FORM 1065		PARTNERS' CAPITAL ACCOUNT SUMMARY			STATEMENT 7
PARTNER NUMBER	BEGINNING CAPITAL	CAPITAL CONTRIBUTED	SCHEDULE M-2 LNS 3, 4 & 7	WITH- DRAWALS	ENDING CAPITAL
1	-1,278,064.		-288,563.		-1,566,627.
2	-1,078,292.		-280,078.		-1,358,370.
3	-1,251,391.		-280,076.		-1,531,467.
TOTAL	-3,607,747.		-848,717.		-4,456,464.

FORM 1125-A	OTHER COSTS	STATEMENT	8
DESCRIPTION		AMOUNT	
CUSTOMS BROKER FEES		6,954.	
DUTY AND FREIGHT		703,621.	
SUPPLIES		53,364.	
TOTAL TO LINE 5		763,939.	

ALTERNATIVE MINIMUM TAX DEPRECIATION REPORT

[illegible]

2019 DEPRECIATION AND AMORTIZATION REPORT

- CURRENT YEAR FEDERAL - BRANDED APPAREL GROUP LLC

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
4	COMPUTER	060114	SL	3.00	16	1,305.			1,305.	1,305.		0.
12	COMPUTER	103115	SL	3.00	16	1,632.			1,632.			0.
	* OTHER TOTAL OTHER					2,937.			2,937.	1,305.		0.
	BUILDINGS											
	LEASEHOLD											
2	IMPROVEMENTS	010113	SL	39.00	16	5,625.			5,625.	930.		144.
	LEASEHOLD											
3	IMPROVEMENTS	060114	SL	39.00	16	705.			705.	90.		18.
	LEASEHOLD											
8	IMPROVEMENTS	010116	SL	39.00	16	2,800.			2,800.	216.		72.
	LEASEHOLD											
9	IMPROVEMENTS	080816	SL	39.00	16	625.			625.	39.		16.
	LEASEHOLD											
10	IMPROVEMENTS	090116	SL	39.00	16	2,972.			2,972.	177.		76.
	LEASEHOLD											
11	IMPROVEMENTS	120916	SL	39.00	16	974.			974.	52.		25.
	* OTHER TOTAL											
	BUILDINGS					13,701.			13,701.	1,504.		351.
	FURNITURE & FIXTURES											
1	FURNITURE	010113	200DB	7.00	17	95,650.			95,650.	81,490.		9,440.
5	FURNITURE	053115	200DB	7.00	17	1,619.			1,619.			463.
6	FURNITURE	070716	200DB	7.00	17	500.		250.	250.	141.		31.
7	FURNITURE	071316	200DB	7.00	17	1,794.		897.	897.	505.		112.
	* OTHER TOTAL											
	FURNITURE & FIXTURE					99,563.		1,147.	98,416.	82,136.		10,046.
	* GRAND TOTAL OTHER											
	DEPRECIATION					116,201.		1,147.	115,054.	84,945.		10,397.

- NEXT YEAR FEDERAL - BRANDED APPAREL GROUP LLC

Asset No.	Description	Date Acquired	Method	Life	Unadjusted Cost Or Basis	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Amount Of Depreciation
4	COMPUTER	060114	SL	3.00	1,305.		1,305.	1,305.	0.
12	COMPUTER	103115	SL	3.00	1,632.		1,632.		0.
	* OTHER TOTAL OTHER				2,937.	0.	2,937.	1,305.	0.
	BUILDINGS								
2	LEASEHOLD IMPROVEMENTS	010113	SL	39.00	5,625.		5,625.	1,074.	144.
	AMT DEPRECIATION		SL	39.00				576.	144.
3	LEASEHOLD IMPROVEMENTS	060114	SL	39.00	705.		705.	108.	18.
	AMT DEPRECIATION		SL	39.00				72.	18.
8	LEASEHOLD IMPROVEMENTS	010116	SL	39.00	2,800.		2,800.	288.	72.
	AMT DEPRECIATION		SL	39.00				288.	72.
9	LEASEHOLD IMPROVEMENTS	080816	SL	39.00	625.		625.	55.	16.
	AMT DEPRECIATION		SL	39.00				55.	16.
10	LEASEHOLD IMPROVEMENTS	090116	SL	39.00	2,972.		2,972.	253.	76.
	AMT DEPRECIATION		SL	39.00				253.	76.
11	LEASEHOLD IMPROVEMENTS	120916	SL	39.00	974.		974.	77.	25.
	AMT DEPRECIATION		SL	39.00				77.	25.
	* OTHER TOTAL BUILDINGS				13,701.	0.	13,701.	1,855.	351.

(D) - Asset disposed

* ITC, Section 179, Salvage, HR 3090, Commercial Revitalization Deduction, GO Zone

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- NEXT YEAR FEDERAL -

BRANDED APPAREL GROUP LLC

Asset No.	Description	Date Acquired	Method	Life	Unadjusted Cost Or Basis	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Amount Of Depreciation
	FURNITURE & FIXTURES								
1	FURNITURE	01-01-13	200DB	7.00	95,650.		95,650.	90,930.	4,720.
	AMT DEPRECIATION		150DB	7.00				89,792.	5,858.
5	FURNITURE	05-31-15	200DB	7.00	1,619.		1,619.	463.	462.
	AMT DEPRECIATION		150DB	7.00				1,123.	198.
6	FURNITURE	07-07-16	200DB	7.00	500.	250.	250.	172.	22.
	AMT DEPRECIATION		200DB	7.00				172.	22.
7	FURNITURE	07-13-16	200DB	7.00	1,794.	897.	897.	617.	80.
	AMT DEPRECIATION		200DB	7.00				617.	80.
	* OTHER TOTAL FURNITURE & FIXTURES				99,563.	1,147.	98,416.	92,182.	5,284.
	* GRAND TOTAL OTHER DEPRECIATION				116,201.	1,147.	115,054.	95,342.	5,635.
	AMT DEPRECIATION				113,264.		112,117.	93,025.	6,509.

2019 DEPRECIATION AND AMORTIZATION REPORT

- CURRENT YEAR STATE -

BRANDED APPAREL GROUP LLC

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
4	COMPUTER	060114	SL	3.00	16	1,305.			1,305.	1,305.		0.
12	COMPUTER	103115	SL	3.00	16	1,632.			1,632.			0.
	* OTHER TOTAL OTHER					2,937.			2,937.	1,305.		0.
	BUILDINGS											
	LEASEHOLD											
2	IMPROVEMENTS	010113	SL	39.00	16	5,625.			5,625.	930.		144.
	LEASEHOLD											
3	IMPROVEMENTS	060114	SL	39.00	16	705.			705.	90.		18.
	LEASEHOLD											
8	IMPROVEMENTS	010116	SL	39.00	16	2,800.			2,800.	216.		72.
	LEASEHOLD											
9	IMPROVEMENTS	080816	SL	39.00	16	625.			625.	39.		16.
	LEASEHOLD											
10	IMPROVEMENTS	090116	SL	39.00	16	2,972.			2,972.	177.		76.
	LEASEHOLD											
11	IMPROVEMENTS	120916	SL	39.00	16	974.			974.	52.		25.
	* OTHER TOTAL											
	BUILDINGS					13,701.			13,701.	1,504.		351.
	FURNITURE & FIXTURES											
1	FURNITURE	010113	200DB	7.00	17	95,650.			95,650.	81,490.		9,440.
5	FURNITURE	053115	200DB	7.00	17	1,619.			1,619.			463.
6	FURNITURE	070716	200DB	7.00	17	500.			500.	281.		63.
7	FURNITURE	071316	200DB	7.00	17	1,794.			1,794.	1,010.		224.
	* OTHER TOTAL											
	FURNITURE AND FIXTU					99,563.			99,563.	82,781.		10,190.
	* GRAND TOTAL OTHER											
	DEPR					116,201.			116,201.	85,590.		10,541.

2019 DEPRECIATION AND AMORTIZATION REPORT

- CURRENT YEAR STATE -

BRANDED APPAREL GROUP LLC

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	TOTALS FOR NEW YORK					116,201.			116,201.	85,590.		10,541.
4	COMPUTER	060114	SL	3.00	16	1,305.			1,305.	1,305.		0.
12	COMPUTER	103115	SL	3.00	16	1,632.			1,632.			0.
	* OTHER TOTAL OTHER					2,937.			2,937.	1,305.		0.
	BUILDINGS											
2	LEASEHOLD IMPROVEMENTS	010113	SL	39.00	16	5,625.			5,625.	930.		144.
3	LEASEHOLD IMPROVEMENTS	060114	SL	39.00	16	705.			705.	90.		18.
8	LEASEHOLD IMPROVEMENTS	010116	SL	39.00	16	2,800.			2,800.	216.		72.
9	LEASEHOLD IMPROVEMENTS	080816	SL	39.00	16	625.			625.	39.		16.
10	LEASEHOLD IMPROVEMENTS	090116	SL	39.00	16	2,972.			2,972.	177.		76.
11	LEASEHOLD IMPROVEMENTS	120916	SL	39.00	16	974.			974.	52.		25.
	* OTHER TOTAL BUILDINGS					13,701.			13,701.	1,504.		351.
	FURNITURE & FIXTURES											
1	FURNITURE	010113	200DB	7.00	17	95,650.			95,650.	81,490.		9,440.
5	FURNITURE	053115	200DB	7.00	17	1,619.			1,619.			463.
6	FURNITURE	070716	200DB	7.00	17	500.			500.	281.		63.
7	FURNITURE	071316	200DB	7.00	17	1,794.			1,794.	1,010.		224.
	* OTHER TOTAL FURNITURE AND FIXTURES					99,563.			99,563.	82,781.		10,190.

2019 DEPRECIATION AND AMORTIZATION REPORT

- CURRENT YEAR STATE -

BRANDED APPAREL GROUP LLC

[illegible]

- NEXT YEAR STATE -

BRANDED APPAREL GROUP LLC

Asset No.	Description	Date Acquired	Method	Life	Unadjusted Cost Or Basis	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Amount Of Depreciation
4	COMPUTER	060114	SL	3.00	1,305.		1,305.	1,305.	0.
12	COMPUTER	103115	SL	3.00	1,632.		1,632.		0.
	* OTHER TOTAL OTHER				2,937.	0.	2,937.	1,305.	0.
	BUILDINGS								
2	LEASEHOLD IMPROVEMENTS	010113	SL	39.00	5,625.		5,625.	1,074.	144.
3	LEASEHOLD IMPROVEMENTS	060114	SL	39.00	705.		705.	108.	18.
8	LEASEHOLD IMPROVEMENTS	010116	SL	39.00	2,800.		2,800.	288.	72.
9	LEASEHOLD IMPROVEMENTS	080816	SL	39.00	625.		625.	55.	16.
10	LEASEHOLD IMPROVEMENTS	090116	SL	39.00	2,972.		2,972.	253.	76.
11	LEASEHOLD IMPROVEMENTS	120916	SL	39.00	974.		974.	77.	25.
	* OTHER TOTAL BUILDINGS				13,701.	0.	13,701.	1,855.	351.
	FURNITURE & FIXTURES								
1	FURNITURE	010113	200DB	7.00	95,650.		95,650.	90,930.	4,720.
5	FURNITURE	053115	200DB	7.00	1,619.		1,619.	463.	462.
6	FURNITURE	070716	200DB	7.00	500.		500.	344.	45.
7	FURNITURE	071316	200DB	7.00	1,794.		1,794.	1,234.	160.
	* OTHER TOTAL FURNITURE AND FIXTURES				99,563.	0.	99,563.	92,971.	5,387.
	* GRAND TOTAL OTHER DEPR				116,201.	0.	116,201.	96,131.	5,738.
	TOTALS FOR NEW YORK				116,201.	0.	116,201.	96,131.	5,738.
4	COMPUTER	060114	SL	3.00	1,305.		1,305.	1,305.	0.
12	COMPUTER	103115	SL	3.00	1,632.		1,632.		0.
	* OTHER TOTAL OTHER				2,937.	0.	2,937.	1,305.	0.
	BUILDINGS								
2	LEASEHOLD IMPROVEMENTS	010113	SL	39.00	5,625.		5,625.	1,074.	144.
3	LEASEHOLD IMPROVEMENTS	060114	SL	39.00	705.		705.	108.	18.
8	LEASEHOLD IMPROVEMENTS	010116	SL	39.00	2,800.		2,800.	288.	72.
9	LEASEHOLD IMPROVEMENTS	080816	SL	39.00	625.		625.	55.	16.
10	LEASEHOLD IMPROVEMENTS	090116	SL	39.00	2,972.		2,972.	253.	76.
11	LEASEHOLD IMPROVEMENTS	120916	SL	39.00	974.		974.	77.	25.
	* OTHER TOTAL BUILDINGS				13,701.	0.	13,701.	1,855.	351.
	FURNITURE & FIXTURES								
1	FURNITURE	010113	200DB	7.00	95,650.		95,650.	90,930.	4,720.
5	FURNITURE	053115	200DB	7.00	1,619.		1,619.	463.	462.
6	FURNITURE	070716	200DB	7.00	500.		500.	344.	45.

(D) - Asset disposed

* ITC, Section 179, Salvage, HR 3090, Commercial Revitalization Deduction, GO Zone

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BRANDED APPAREL GROUP LLC

[illegible]

BRANDED APPAREL GROUP LLC
(a Delaware limited liability company)

Unanimous Written Consent of the Members
in Lieu of a Meeting

October 29, 2020

The undersigned, being all members (the “**Members**”) of Branded Apparel Group LLC (the “**Company**”), do hereby consent to the following actions and adopt the following resolutions in accordance with Section 18-404(d) of the Limited Liability Company Act of the State of Delaware (the “**Act**”), the Company’s Amended and Restated Limited Liability Company Agreement (as amended, the “**LLC Agreement**”) and/or other organizational documents of the Company, and agree that said resolutions shall have the same force and effect as if duly adopted at a meeting of the Members held for that purpose.

WHEREAS, the Members have determined that it is desirable and in the best interests of the Company, their creditors, the Members, and other stakeholders generally that the Company file a petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”).

WHEREAS, JS Brands LLC (“**JS Brands**”) has provided the Company with an indication of interest with respect to the its proposed purchase of certain assets and assumption of certain liabilities from the Company (the “**Acquired Assets**”), and JS Brands and the Company have negotiated a primary asset purchase agreement (the “**APA**”) to govern the terms of such proposed purchase, subject to the receipt of a higher or otherwise better offer.

WHEREAS, the Members have reviewed the APA (together with each of the other certificates, documents, agreements, and schedules contemplated under the APA, as applicable, the “**APA Documents**”), and after due consideration and deliberation, determined that the transactions contemplated by the applicable APA Documents (the “**APA Transactions**”) are advisable, fair to, and in the best interests of the Company, its members, creditors and other stakeholders.

WHEREAS, the sale to JS Brands is subject to the Company filing a motion (the “**Sale Motion**”) with the Bankruptcy Court, seeking, among other things, approval of (a) an auction process (the “**Auction**”) that will govern the marketing and sale of the Acquired Assets through certain bidding procedures (the “**Bidding Procedures**”) to JS Brands, or another bidder with the highest or otherwise best offer (such bidder, the “**Successful Bidder**”) and (b) JS Brands as the stalking horse bidder and certain related bid protections.

**Voluntary Petition Under the Provisions of
Chapter 11 of the Bankruptcy Code**

BE IT RESOLVED, that the Company is hereby authorized to file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code (the bankruptcy case commenced by such petition, being referred to as the “**Chapter 11 Case**”);

BE IT FURTHER RESOLVED, that the Members and other officers of the Company (collectively, the “**Authorized Officers**”) be, and each of them acting alone hereby is, authorized to execute and verify such petition of the Company in the name of the Company, as applicable, under chapter 11 of the Bankruptcy Code and to cause the same to be filed with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), in such form and at such time as the Authorized Officer executing such petition shall determine; and

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to execute and file, or cause to be filed (or direct others to do so on their behalf as provided herein) with the Bankruptcy Court, on behalf of the Company, all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other necessary papers or documents, including any amendments thereto, and, in connection therewith, to employ and retain all assistance by legal counsel, financial advisors, accountants, or other professionals and to take any and all actions that they deem necessary or proper to obtain such chapter 11 bankruptcy relief, and to take any necessary steps to coordinate and effectuate the Chapter 11 Case.

Stalking Horse Asset Purchase Agreement

BE IT RESOLVED, that it is advisable, fair to, and in the best interests of the Company and its Members, creditors, and other stakeholders to enter into the applicable APA Transactions;

BE IT RESOLVED, that the form, terms and provisions of the applicable APA Documents, substantially in the form presented to the Members, are hereby authorized and approved;

BE IT RESOLVED, that the Company is authorized to enter into the applicable APA Documents with the buyer set forth therein for the sale of the Acquired Assets and to undertake any and all related transactions contemplated thereby, including the applicable APA Transactions, the Auction, and the bid protections on the terms contained therein or on such other terms and conditions as the Authorized Officers, or any of them, in their, his, or her sole discretion, determine to be necessary, appropriate or desirable.

BE IT RESOLVED, that the Authorized Officers of the Company be, and each of them acting alone hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Company to execute, on behalf of the Company, the applicable APA Documents and to execute and file, on behalf of the Company, the Sale Motion with the Bankruptcy Court.

BE IT RESOLVED, that the Authorized Officers of the Company be, and each of them acting alone hereby is, directed, and empowered in the name of, and on behalf of, the Company to conduct the Auction as approved by the Bankruptcy Court pursuant to the Sale Motion and Bidding Procedures and to negotiate, for and on behalf of the Company, such agreements, documents, assignments and instruments as may be necessary appropriate or desirable in connection with the sale to the JS or the Successful Bidder.

BE IT RESOLVED, that the Authorized Officers be, and each of them acting alone hereby is, authorized and directed, on behalf of and in the name of the Company, to employ the law firm of Kudman Trachten Aloe Posner LLP to represent and advise the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the rights and obligations of the Company, including filing any pleadings and conducting any potential sale process on behalf of the Company, in connection with the Chapter 11 Case, and the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of Kudman Trachten Aloe Posner LLP;

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them acting alone hereby is, authorized and directed, on behalf of and in the name of the Company, to employ any other professionals necessary to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Chapter 11 Case and cause to be filed appropriate applications with the Bankruptcy Court for authority to retain the services of any other professionals, as necessary.

General

BE IT RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 Case in connection with such proceedings, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company;

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them acting alone hereby is, authorized, empowered, and directed, on behalf of and in the name of the Company, to cause the Company to take any action as in the judgment of such Authorized Officer shall be or become necessary, proper, and desirable to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions;

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them acting alone hereby is, authorized, empowered, and directed, on behalf of and in the name of the Company, to cause the Company to enter into, execute, deliver, certify, file, and/or record and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates, or other documents, to incur all such fees and expenses and to take such other action, as in the judgment of such Authorized Officer shall be or

become necessary, proper and desirable to prosecute to a successful completion of the Chapter 11 Case, and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions;

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them acting alone hereby is, authorized and empowered, on behalf of and in the name of the Company, to amend, supplement, or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements, or other writings referred to in the foregoing resolutions; and

BE IT FURTHER RESOLVED, that all acts, actions, and transactions that are consistent with the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, be, and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company.

The actions taken by this consent shall have the same force and effect as if taken at a meeting of the Members, duly called and constituted, pursuant to the LLC Agreement and Section 18- 404 of the Act. Any facsimile or other electronic signature of the Members to these resolutions shall be fully effective as an original signature hereto. Upon execution of these resolutions, the undersigned hereby directs that these resolutions be filed in the Company's minute book.

IN WITNESS WHEREOF, the undersigned have duly executed this Unanimous Written Consent as of the first date written above.

DocuSigned by:

Gary Jacobs

E0CD159FD55B49A...

Gary Jacobs

DocuSigned by:

Jason Jacobs

6A42C4ABA599494...

Jason Jacobs

DocuSigned by:

Jeffrey Jacobs

76E2CA4692214CF...

Jeffrey Jacobs

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

BRANDED APPAREL GROUP LLC,¹

Debtor.

Chapter 11

Case No. 20-

(Subchapter V)

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1, and to enable the Judges to evaluate possible disqualification or recusal, the undersigned proposed counsel for Branded Apparel Group LLC (a private non-governmental party) certifies that no corporation directly or indirectly owns 10% or more of any class of the company's equity interests.

Dated: New York, New York
October 29, 2020

By: /s/ David N. Saponara
Paul H. Aloe
David N. Saponara
KUDMAN TRACHTEN ALOE POSNER LLP
800 Third Avenue, 11th Floor
New York, New York 10022
Tel: (212) 868-1010
Fax: (212) 868-0013
Email: paloe@kudmanlaw.com
dsaponara@kudmanlaw.com

*Proposed Counsel to the Debtor
and Debtor-in-Possession*

¹ The last four digits of the Debtor's federal tax identification number is 8524. The location of the Debtor's service address is: 141 West 36th Street, 10th Fl., New York, NY 10018.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

BRANDED APPAREL GROUP LLC,¹

Debtor.

Chapter 11

Case No. 20-

(Subchapter V)

Corporate Disclosure Statement Pursuant to Rule 1007(a)(3)

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this Chapter 11 Case.

Name and last known address or place of business of holder	Security Class	% Interest	Kind of Interest
Gary Jacobs 141 West 36 th Street, 10 th Fl. New York, NY 10018	N/A	34%	Membership Interest
Jason Jacobs 141 West 36 th Street, 10 th Fl New York, NY 10018	N/A	33%	Membership Interest
Jeffrey Jacobs 141 West 36 th Street, 10 th Fl. New York, NY 10018	N/A	33%	Membership Interest

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF
CORPORATION OR PARTNERSHIP**

I, Gary Jacobs, a member of the limited liability company named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Dated: October 29, 2020

/s/ Gary Jacobs

¹ The last four digits of the Debtor's federal tax identification number is 8524. The location of the Debtor's service address is: 141 West 36th Street, 10th Fl., New York, NY 10018.

360 Solutions Inc.
45 West 34th Street
Suite 1001
New York, NY 10001

Amethyst Suits Private Ltd.
Thippanur Road St., Pannimadai Village
Coimbatore-641017
Tamilnadu, India,

Aries Global Logistics, Inc.
365 Franklin Avenue
Franklin Square, NY 11010

Atlantic Tomorrow's Office
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